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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)	
In re)	Chapter 11 Case
)	
DELPHI CORPORATION, <i>et al.</i>)	No. 05-44481
)	
Debtors.)	(Jointly Administered)
)	

**BANK OF AMERICA, N.A.’S MOTION FOR LEAVE TO PROFFER A THIRD
AFFIDAVIT IN SUPPORT OF ITS SUPPLEMENTAL RESPONSE TO REORGANIZED
DEBTORS’ STATEMENT OF DISPUTED ISSUES WITH RESPECT TO PROOF OF
ADMINISTRATIVE CLAIM NOS. 19069, 19087, 19088, 19123, 19124, 19125, 19602,
19603, 19604, 19815, 19816 and 19817 filed by BANK OF AMERICA, N.A.**

Bank of America, N.A. (the “Bank”), by and through its undersigned counsel, respectfully requests this Court grant it leave to proffer a third affidavit in support of its Supplemental Response to Reorganized Debtors’ Statement of Disputed Issues with Respect to Proof of Administrative Claim Nos. 19069, 19087, 19088, 19123, 19124, 19125, 19602, 19603, 19604, 19815, 19816 and 19817 filed by Bank of America, N.A. In support of this motion, the Bank states the following:

1. On December 6, 2006, this Court issued its Order Pursuant to 11 U.S.C. §502(b) and Fed.R.Bankr.P. 2002(m), 3007, 7016, 9006, and 9014 Establishing (I) Dates for Hearings Regarding Objections to Claims and (II) Certain Notices and Procedures Governing Objections to Claims (Doc. No. 21098; the “Claims Objection Procedures Order”).

2. Paragraph 9(d)(iii) of the Claims Objection Procedures Order limits the number of affidavits to be submitted with a Supplemental Response to two (2).

3. The issues raised by the Debtors in their objections to the Bank’s administrative claims concern multiple issues, including repair and maintenance costs, remarketing fees and diminution in value of the two Aircraft, all provided for in the subject leases. The affidavits concern aircraft inspection, calculation of lease amounts, and aircraft valuation. Each affiant has personal knowledge of a particular area. The three affidavits are not lengthy nor do they contain voluminous exhibits.

4. The Bank is submitting (i) the Affidavit of Stuart R. Schwartz addressing the repairs and maintenance performed on the subject aircraft, (ii) the Affidavit of John Prock addressing the valuation issues, and (iii) the Affidavit of John Bucher, the Bank’s maintenance consultant, who performed the assessment on the subject Aircraft upon their return to the Bank in support of its Supplemental Response

5. Given the multiple issues raised, the Bank seeks permission to file the one (1) additional affidavit over the two (2) affidavit maximum as set out in the Claims Objection Procedures Order.

THEREFORE, Bank of America, N.A., respectfully requests that this Court enter an Order granting it leave to proffer one additional affidavit, in excess of the two (2) affidavit limit in support of its Supplemental Response and grant all other proper relief.

Dated: April 14, 2011

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